

RECORDATION NO. 25523-Y FILED

DEC 30 '11 -1 45 PM

SURFACE TRANSPORTATION BOARD

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December 30, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Quitclaim Bill of Sale, dated as of December 31, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 25523.

The name and address of the party to the enclosed document are:

Lessor:

The Royal Bank of Scotland N.V. (successor
in interest to ABN AMRO BANK N.V.)
550 West Jackson Boulevard, Suite 1700
Chicago Illinois 60661

Section Chief
December 30, 2011
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A description of the railroad equipment covered by the enclosed document is:

2 railcars TERMINATED: ETCX 252135 and ETCX 252446.

A short summary of the document to appear in the index is.

Quitclaim Bill of Sale.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Ed M Luria".

Edward M. Luria

EML/bhs
Enclosures

DEC 30 '11 -1 45 PM

SURFACE TRANSPORTATION BOARD

FILING AND RECORDING REQUESTED BY,
AND WHEN FILED AND RECORDED RETURN TO:

Alvord & Alvord
1050 17th Street, N W., Suite 301
Washington, DC 20006-5556
Attention: Edward M. Luria, Esq.

SPACE ABOVE THIS LINE FOR RECORDER'S USE

QUITCLAIM BILL OF SALE

The Royal Bank of Scotland N.V. (f/k/a ABN AMRO BANK N.V.), a bank organized under the laws of the Netherlands, as lessor (the "Lessor") under the Lease dated as of March 30, 2005, as amended (the "Lease"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby irrevocably grants, bargains, sells, transfers, conveys, delivers and assigns and does hereby QUITCLAIM and CONVEY, IN EACH CASE WITHOUT RECOURSE OR WARRANTY OR REPRESENTATION OF ANY AND EVERY KIND, except as specifically set forth below, unto EASTMAN CHEMICAL COMPANY, as lessee (the "Lessee") under the Lease, all right, title and interest of the Lessor in that certain item of equipment consisting of the rail cars described on Schedule 1 hereto (the "Equipment").

The Equipment sold and transferred by this Quitclaim Bill of Sale is sold and transferred, subject to the rights of any insurer insuring the Equipment, in its "AS IS, WHERE IS, WITH ALL FAULTS" condition. LESSOR HEREBY EXPRESSLY DISCLAIMS AND NEGATES ANY IMPLIED OR EXPRESSED REPRESENTATION OR WARRANTY OF ANY AND EVERY KIND, INCLUDING ANY AS TO THE CONDITION, MERCHANTABILITY, OR FITNESS FOR A PARTICULAR PURPOSE, except that there are no Lessor Liens (as such term is defined in Appendix 1 to the Participation Agreement dated as of March 30, 2005, as amended, among the Lessee, the Lessor, The Royal Bank of Scotland N.V. (f/k/a ABN AMRO BANK N.V.), as administrative agent, and the other parties from time to time party thereto).

THIS QUITCLAIM BILL OF SALE SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES TO THE EXTENT PERMITTED BY APPLICABLE LAW (EXCEPT SECTION 5-1401 OF THE NEW YORK GENERAL OBLIGATIONS LAW).

December 31, 2011

The Royal Bank of Scotland N.V., as Lessor

By: Maria Vanderwarren
Name: MARIA VANDERWARREN
Title: Assistant Vice President


By: Yolanda Mesa
Name: Yolanda Mesa
Title: Vice President

ACKNOWLEDGMENT-LESSOR

STATE OF ILLINOIS)
COUNTY OF COOK)

On DECEMBER 5, 2011, before me, YVETTE STYLES, a Notary Public in and for said State, personally appeared MARIE VANDERWAAL, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.


Signature Yvette Styles (Seal)


ACKNOWLEDGMENT-LESSOR

STATE OF ILLINOIS)
COUNTY OF COOK)

On DECEMBER 5, 2011, before me, YVETTE STYLES, a Notary Public in and for said State, personally appeared ROXANA MIZA, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Yvette Styles (Seal)


**Schedule 1
to Quitclaim Bill of Sale**

Equipment

Type	Year Built	Car Number
Hopper Car	2000	ETCX 252135
Hopper Car	2006	ETCX 252446

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: 12-30-11

Edward M Luria
Edward M. Luria